193606

000002556160--6

Merger
Filed 3-25-85

14 pgs.

ARTICLES OF MERGER

FLORIDA PROFIT CORPORATIONS

EDGEMAC PROPERTIES, INC.
(Charter #312440)

-----merging into------

BURGER KING CORPORATION

Surviving Charter Number: 193606

Filing Date: March 25, 1985

Effective Date: March 31, 1985

3/26

193606

LAW DEPARTMENT

DIRECT DIAL 305

March 14, 1985

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Edgemac Properties, Inc.
Merger into Burger King Corporation

Gentlemen:

Please find enclosed Burger King Corporation's check number 068019, dated March 7, 1985, in the amount of $30.00 to cover the cost of filing the Articles and Plan of Merger and obtaining one (1) certified copy of the same.

Also enclosed is the original Articles and Plan of Merger to be placed of record immediately and to become effective as of May 31, 1985. Please have the original recorded document and one (1) certified copy returned to my attention at the address listed below.

As stated in the Articles, Edgemac Properties, Inc., a wholly-owned subsidiary corporation of Burger King Corporation, is to be merged into Burger King Corporation, with Burger King Corporation being the Surviving Corporation.

FILED
'85 MAR 25 PM 11:07
TALLAHASSEE, FLORIDA

Should you have any questions concerning the above, please contact me at (305) 596-3264.

EFFECTIVE DATE:
5-31-85

Very truly yours,

BURGER KING CORPORATION

Lisa Wilson

Lisa Wilson
Legal Assistant

LW:djc
Enclosures

cc: Gene Feola
Donald Allen, CT Corporation System

602A:26

30

30

Name
Availability 3-28-85
Document Examiner
Updater
Updater Verifyer
Acknowledgement

NOTICE OF MERGER

OF

EDGEMAC PROPERTIES, INC.

INTO

BURGER KING CORPORATION

FILED

1985 MAR 25 AM 11: 07

TALLAHASSEE, FLORIDA

Attached hereto is a copy of the Articles and Plan of Merger contemplated between Burger King Corporation, a Florida corporation, (the "Surviving Corporation") and Edgemac Properties, Inc. a Florida corporation, (the "Subsidiary Corporation").

RIGHTS OF DISSENTING SHAREHOLDERS:

You are hereby notified that Florida Statute 607.247 provides that when a corporation is to be merged without a vote of its shareholders into another corporation, any of its shareholders may, within fifteen (15) days after the plan of such merger shall have been mailed to such shareholders, make written demand on the surviving corporation for the fair value of such shareholder's shares.

DATED this 15th day of February, 1985.

EDGEMAC PROPERTIES, INC.

By: Robert H. Sorensen

Robert H. Sorensen, Secretary

Mailed to:

J. Jeffrey Campbell
Chairman of the Board
Burger King Corporation
7360 North Kendall Drive
Miami, FL 33156

(Sole holder of all outstanding and issued shares of Edgemac Properties, Inc.)

Board:43

EFFECTIVE DATE

FILED

1985 MAR 25 AM 11:07

TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER

These Articles and Plan of Merger are made this 15th day of March, 1985, by and between BURGER KING CORPORATION, a Florida corporation, ("BKC" or the "SURVIVING CORPORATION", and EDGEMAC PROPERTIES, INC., a Florida corporation, ("EDGEMAC" or the "SUBSIDIARY CORPORATION").

The Board of Directors of BURGER KING CORPORATION deem it desirable and in the best interests of the corporation and its stockholder that the Subsidiary Corporation be merged into BKC with BKC being the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises, mutual covenants and other provisions and agreements contained herein, it is hereby agreed by and between the parties, and in accordance with the corporation laws of the State of Florida (Chapter 607, Florida General Corporation Act) that the Subsidiary Corporation be and the same is hereby merged into BKC, the Surviving Corporation.

ARTICLE I

Name

The name of the Surviving Corporation is and shall be "BURGER KING CORPORATION", which corporation shall be governed by the laws of the State of Florida.

ARTICLE II

Certificate of Incorporation, By-Laws
Directors and Officers

The Certificate of Incorporation and By-Laws of BKC in effect at the time the merger becomes effective shall continue as the Certificate of Incorporation and By-Laws of the Surviving Corporation. The Directors and Officers of BKC on the effective date of the merger shall continue to be the Directors and Officers of the Surviving Corporation. No amendments or changes will be effected in the Certificate of Incorporation of BKC.

2nd Draft

ARTICLE III

Exchange of Stock

The authorized and outstanding capital stock of the Surviving Corporation and Subsidiary Corporation is as follows:

Corporation	Class	Par Value	Shares Authorized	Shares Outstanding
BKC	Common	$1.00	3,000,000	1,057,548
Edgemac	Common	$1.00	10,000	10,000

All of the outstanding shares of capital stock of the Subsidiary Corporation are owned by BKC, the Surviving Corporation, through process of merger, whereby all assets of Burger King Properties, Inc. passed to Burger King Corporation, effective May 31, 1972.

The manner and basis of converting the capital stock of the Subsidiary Corporation into capital stock of the Surviving Corporation, shall be as follows:

1. Surviving Corporation, BKC: None of the shares of the One Dollar ($1.00) par value Common Stock of BKC issued and outstanding at the effective date of the merger shall be converted as a result of this merger, but all such shares shall remain outstanding and issued shares of Common Stock of the Surviving Corporation.

2. Subsidiary Corporation: As all of the issued and outstanding shares of capital stock of the Subsidiary Corporation are owned by BKC, no shares of the Surviving Corporation shall be issued in exchange for such shares and such shares shall be cancelled upon the effective date of the merger.

ARTICLE IV

Effective Date

The merger shall become effective as of 11:00 P.M., May 31, 1985.

ARTICLE V

Effect of the Merger

Upon the effective date of the merger, the Subsidiary Corporation shall cease to exist separately and shall be merged with and into BKC, with BKC being the Surviving Corporation.

The Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, whether or not by their terms assignable, both of public and private nature, and be subject to all the restrictions, disabilities and duties of the Subsidiary Corporation, and all property, real, personal and mixed and all debts due to the Subsidiary Corporation, on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to the Subsidiary Corporation, shall be vested in the Surviving Corporation and all property, rights, privileges, immunities, powers and franchises and all and every other interest of the Subsidiary Corporation shall hereafter be as effectually the property of the Surviving Corporation as they were of the Subsidiary Corporation. The title to any and all real estate vested by deed or otherwise in the Subsidiary Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of said Subsidiary Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the merger, and the respective Subsidiary Corporation may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations and duties of the Subsidiary Corporation shall forthwith attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation, it being expressly provided that the merger of the Subsidiary Corporation shall not, in any manner, impair the rights of any creditor or creditors of said Subsidiary Corporation.

If, at any time, the Surviving Corporation shall deem or be advised that any assignment, transfer, deed or other assurance in law is necessary or desirable to vest, perfect or confirm, in the Surviving Corporation, of record or otherwise, the title to any property or rights of the Subsidiary Corporation, the proper officers and directors of such Subsidiary Corporation shall execute such documents and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and the officers and directors of the Surviving Corporation are hereby fully authorized in the name of the Subsidiary Corporation or otherwise to take any and all such action.

ARTICLE VI

Expenses of Merger

The Surviving Corporation shall pay all expenses of merger.

ARTICLE VII

Service of Process, Etc.

The Surviving Corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of any corporation organized under the laws of such state which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting stockholder of any such corporation organized under the laws of the State of Florida against the Surviving Corporation.

The Secretary of State of the State of Florida shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is: ROBERT H. SORESEN, 7360 NORTH KENDALL DRIVE, MIAMI, FLORIDA, 33156.

ARTICLE VIII

Rights of Dissenting Stockholders

In accordance with Chapter 607.247 of the Florida General Corporation Act, a copy of these Articles and Plan of Merger shall be presented to the stockholder of the Subsidiary Corporation, and such stockholder may, within fifteen (15) days of such presentation, make written demand on the Surviving Corporation for payment of the fair value of such stockholder's shares, and the Surviving Corporation will promptly pay such amounts, if any, to which they shall be entitled under the provisions of said Chapter 607.247.

ARTICLE IX

Miscellaneous Provisions

A. These Articles may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Articles.

B. The present directors and major officers of BKC, the Surviving Corporation, are as follows:

OFFICERS:

J. Jeffrey Campbell	Chairman of the Board, Chief Executive Officer
J. B. Ruenheck	President, Chief Operating Officer
A. Bruce Craig	Executive Vice President, Division Manager
Jay O. Darling	Executive Vice President, Division Manager

OFFICERS: Continued . . .

William T. de Laet	Executive Vice President, Division Manager
C. Donald Dempsey	Executive Vice President, Marketing
Glenn W. Jeffrey	Executive Vice President, Human Resources
John G. Johnson	Executive Vice President, Division Manager
Charles S. Olcott	Executive Vice President, Chief Financial Officer
William E. Prather	Executive Vice President, Division Manager
Allen G. Shuh	Executive Vice President, General Manager, Distron
John A. Barnes	Senior Vice President, Product R & D
Charles Fanan	Senior Vice President, Operations Services
Robert H. Sorensen	Senior Vice President, General Counsel and Secretary
Joel J. Weiss	Senior Vice President, Strategic Analysis
Richard P. White	Senior Vice President, Restaurant Facilities
Marcel Bergeron	Vice President, Region General Manager
Joseph P. Bisignano	Vice President, Regional Operations, Distron
Oliver P. Brown	Vice President, Franchise Affairs and Productivity
Joseph E. Burkhart	Vice President, Regional Operations, Distron
Herman Cain	Vice President, Region General Manager
Nicholas A. Castaldo	Vice President, Advertising and Promotion
Robert B. Cathcart	Vice President, Quality Assurance
Kyle T. Craig	Vice President, Region General Manager
Guido Espinosa	Vice President, Administration, Distron
Matthew J. Fairbairn	Vice President, Region General Manager
Eugene D. Feola	Vice President and Assistant General Counsel and Assistant Secretary
Stephen A. Finn	Vice President, Public Affairs
Suzanne Fox	Vice President, Accounting and Control
Paul R. Gershen	Vice President, Architecture and Construction
Jerilee Goodman	Vice President, Management Information Systems
Robert S. Hill	Vice President, Acquisitions/Refranchising
John H. Kemp, III	Vice President, Regional Operations, Distron

OFFICERS: Continued . . .

Paul R. Lovin, Jr.	Vice President, Region General Manager, Canada
Donald G. Manson	Vice President, Procurement and Physical Distribution, Distron
Michael H. McCaffrey	Vice President, Marketing Research
Michael A. Moskowits	Vice President, Sales, Distron
Charles R. Petty	Vice President, European Operations
Mitchel E. Rhoads	Vice President, Region General Manager
Tony R. Rolland	Vice President, Region General Manager
Wayne A. Saunders	Vice President, Training and Development
Douglas R. Schrank	Vice President, Controller
Jeffrey T. Seeberger	Vice President, Region General Manager
James Gaylon Smith	Vice President, Real Estate
Richard T. Snead	Vice President, Region General Manager
Roger Stephen Sparling	Vice President, Personnel, Distron
Paul T. Sutherland	Vice President, Region General Manager
Terry Campbell	Assistant Treasurer
Thomas E. Murphy	Assistant Treasurer
Stuart B. Blake	Assistant Secretary
Sandra M. Blank	Assistant Secretary
Michael W. Boyd	Assistant Secretary
Helen O. Donaldson	Assistant Secretary
Ellen C. Fenton	Assistant Secretary
James M. Fortain	Assistant Secretary
David J. Gordon	Assistant Secretary
Kenneth A. Johnson	Assistant Secretary
Nicholas Lambros	Assistant Secretary
T. Joan Lawrence	Assistant Secretary
Michael B. Marvin	Assistant Secretary
Grady B. Murdock, Jr.	Assistant Secretary
Vincent F. O'Reilly	Assistant Secretary
Sidney Robbins	Assistant Secretary
Matthew J. Sitkowski	Assistant Secretary
Elliot C. Tunis	Assistant Secretary
David N. Tyner	Assistant Secretary

[illegible]. Principal Office: The location of the principal and regi[illegible]ered office of the Surviving Corporation in the State of Florida, the State of its incorporation, is 7360 North Kendall Drive, P.O. Box 520783, General Mail Facility, Miami, FL 33152.

IN WITNESS WHEREOF, the Surviving Corporation, pursuant to the approval and authority duly given by resolution adopted by unanimous vote of the Board of Directors of such corporation on

11/27/84, has caused these presents to be executed as required by the corporation laws of the State of Florida.

BURGER KING CORPORATION

By: Robert H. Sorensen
Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

Attest: Eugene Feola
Eugene Feola
Vice President,
Assistant General Counsel
and Assistant Secretary

(Corporate Seal)

EDGEMAC PROPERTIES, INC.

By: Robert H. Sorensen
Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

Attest: Eugene Feola
Eugene Feola
Vice President,
Assistant General Counsel
and Assistant Secretary

(Corporate Seal)

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, personally appeared ROBERT H. SORENSEN and EUGENE FEOLA, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles and Plan of Merger, as Senior Vice President, General Counsel and Secretary; and as Vice President, Assistant General Counsel and Assistant Secretary of BURGER KING CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Senior Vice President, General Counsel and Secretary; and as such Vice President, Assistant General Counsel and Assistant Secretary, respectively, of said corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said corporation and that it was affixed to said Articles and Plan of Merger by due and regular corporate authority, that said Articles and Plan of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 15th day of February, A.D. 1985.

Lexie B. Wilson
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires MY COMMISSION EXPIRES MAR 15 1986
BONDED THRU GENERAL INS. UNDERWRITERS

(Seal)

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, personally appeared ROBERT H. SORENSEN and EUGENE FEOLA, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles and Plan of Merger, as Senior Vice President, General Counsel and Secretary; and as Vice President, Assistant General Counsel and Assistant Secretary of EDGEMAC PROPERTIES, INC., a Florida corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Senior Vice President, General Counsel and Secretary; and as such Vice President, Assistant General Counsel and Assistant Secretary, respectively, of said corporation, and that the seal affixed to the foregoing

Agreement is the corporate seal of said corporation and that it was affixed to said Articles and Plan of Merger by due and regular corporate authority, that said Articles and Plan of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 15th day of February, A.D. 1985.

Notary Public

My Commission Expires

NOTARY PUBLIC STATE OF FLORIDA
[illegible] 1986
BONDED THRU GENERAL INS., UNDERWRITERS

(Seal)

<u>CERTIFICATE</u>

I, ROBERT H. SORENSEN, Secretary of Burger King Corporation, a Florida corporation, do hereby certify that the Articles and Plan of Merger to which this certificate is attached was duly submitted to the sole Stockholder of Edgemac Properties, Inc., a Florida corporation (Subsidiary Corporation) on the 15th day of February, 1985.

I further certify that these Articles and Plan of Merger were submitted to the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 27th day of November, 1984, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 15th day of February, A.D. 1985.

Robert H. Sorensen

Robert H. Sorensen
Senior Vice President,
General Counsel and Secretary
BURGER KING CORPORATION
a Florida corporation

(SEAL)